FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPR					
OMB Number:	3235-0076				
Expires:					
Estimated average burden					
hours per respons	se16.00				



Name of Ottering / check if this is an amendment and name has changed, and indicate chang	c.)
RCP Brockdale Estates, Ltd.	
Type of Filing:	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	07076714
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
RCP Brockdale Estates, Ltd.	
Address of Executive Offices (Number and Street, City, State, Zip C	Code) Telephone Number (Including Area Code)
99 Main Street, Suite 300, Colleyville, Texas 76034	817-488-4200
Address of Principal Business Operations (Number and Street, City, State, Zip (if different from Executive Offices)	Code) Telephone Number (Including Area Code)
Brief Description of Business	
RCP Brockdale Estates, Ltd. will acquire a limited partnership interest in RCC Brockd Corporation, a Texas limited partnership.	ale Park Estates, Ltd. formed by Realty Capital
Type of Business Organization	
	other (please specify):
business trust limited partnership, to be formed	PROCESSED
Month Year	
Actual or Estimated Date of Incorporation or Organization: O 4 O 7 Actual	Estimated SEP 1 1 2007
CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	THUMSUM
GENERAL INSTRUCTIONS	FINANCIAL

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

11 to 19	A COLUMN SERVICE	A. BASIC ID	ENTIFICATION DATA		
2. Enter the information re	quested for the fol				
• Each promoter of t	he issuer, if the iss	suer has been organized w	vithin the past five years;		
 Each beneficial ow 	ner having the pow	er to vote or dispose, or di	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
 Each executive off 	icer and director o	f corporate issuers and of	corporate general and ma	naging partners of	partnership issuers; and
Each general and n	nanaging partner o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, in	•				
Business or Residence Address 99 Main Street, Suite 300			ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Realty Capital Partners, I	LC, a Texas lim	nited liability corporation	on ,		
Business or Residence Address 99 Main Street, Suite 300	•	**	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Myers, Richard A.	f individual)			_	
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
99 Main Street, Suite 30	0, Colleyville, Te	exas 76034			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)		······································		·
Arp, Donna					
Business or Residence Address 99 Main Street, Suite 30	•	Street, City, State, Zip Co exas 76034	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Boone, Terry	f individual)			<u> </u>	
Business or Residence Address 99 Main Street, Suite 300		Street, City, State, Zip Co xas 76034	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Lawrence, Richard Mack	-				
Business or Residence Address 99 Main Street, Suite 300	•	Street, City, State, Zip Co xas 76034	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	f individua!)				
Business or Residence Address	ss (Number and	Street, City, State, Zip Co	ode)		
	(Use blar	k sheet, or copy and use	additional copies of this s	heet, as necessary)	· · · · · · · · · · · · · · · · · · ·

7				B. II	FORMATI	ON ABOU	T OFFERI	NG ,		, ,		,
								<u> </u>			Yes	No
1. Has the	issuer sold	l, or does th			il, to non-a Appendix,							R
2. What is	the minim	um investm									s 10,	000.00
Z. What is	tite minim	diii iiivestiii	chi that w	in be dece	pteu Hom u	,					Yes	No
		permit joint										
commis If a pers or state	ssion or sim son to be lis s, list the na	ion request ilar remuner ted is an ass ime of the b you may so	ration for s ociated pe roker or de	olicitation rson or age aler. If mo	of purchase nt of a brok ore than five	ers in conne er or deale: (5) person	ction with registered s to be list	sales of sec with the S ed are asso	urities in tl EC and/or	he offering. with a state		
Full Name (Last name	first, if indi	vidual)									
Business or	Residence	Address (N	umber and	l Street, Ci	ty, State, Z	ip Code)						
Name of As	sociated Br	oker or Dea	aler			-						
States in W									•			
(Check	"All States	or check	individual	States)							☐ Al	l States
AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full Name (Last name	first, if indi	vidual)						-			
Business of	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)	·····	_				
Name of As	sociated Br	oker or Dea	aler					<u></u>			· · · · · · · · · · · · · · · · · · ·	
States in W								1		•		
(Check	"All States	s" or check	individual	States)	•••••		······································				☐ Al	l States
AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Full Name	Last name	first, if ind	ividual)	"								
Business of	r Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)					•	
Name of As	sociated B	roker or De	aler									
States in W	hich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers						••
(Check	"All State:	s" or check	individual	States)		***************************************	***********		.,,	•••••	☐ Al	l States
AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s	\$
	Equity	\$	
	Common Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests	\$ 3,100,000.00	\$_2,990,935.35
	Other (Specify)		
	Total	\$_3,100,000.00	\$ 2,990,935.35
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases \$ 2,990,935.35
	Accredited Investors		·
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	1	\$ 2,990,935.35
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		s
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$_0.00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		\$
	Purchase of real estate		\$
	Purchase, rental or leasing and installation of machinery and equipment	\$	
	Construction or leasing of plant buildings and facilities	□ \$. 🗆 \$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□\$	┌ ↑\$
	Repayment of indebtedness	_	_
	Working capital		
	Other (specify): Purchased interest in the development Partnership		
		\$	
	Column Totals	\$_0.00	\$ 3,100,000.00
	Total Payments Listed (column totals added)	□ \$ <u>3</u> ,	100,000.00
•	D. FEDERAL SIGNATURE		1 .
ig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commis information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of 1	sion, upon writte	
SSI	uer (Print or Type) Signature	Date	· · · · · · · · · · · · · · · · · · ·
	CP Brockdale Estates, Ltd.	8/20/07	
la	me of Signer (Print or Type) Title of Signer (Print or Type)		
	chard Myers President RCP GenPar, Inc., general partner	RCP Brockdale	Estates, Ltd.

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	·	
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No 🗭

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and kno duly authorized person.	ws the contents to be true and has duly caused this notice to be signed on its behalf by the under	rsigned
Issuer (Print or Type)	Signature	
RCP Brockdale Estates, Ltd.	8/20/07	
Name (Print or Type)	Title (Print or Type)	
Richard Myers	President RCP GenPar, Inc., general partner RCP Brockdale Estates. Ltd	i .

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	f investor and rchased in State C-Item 2)		Disqual under Sta (if yes, explana waiver (Part E-	ificatior ite ULO attach ition of granted
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		×							×
AK		х							×
AZ		×							×
AR		×							×
CA		×			_				×
со		×							×
СТ		×			·				×
DE		×							×
DC		×							×
FL		×							×
GA		×							X
HI		×							×
ID		×							×
IL		×							×
IN		×							X
IA		×							×
KS		×							×
KY		×							×
LA		×							×
ME		×							×
MD		×							×
MA		×							×
MI		×							×
MN		×							×
MS		х							×

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1	Intendation to non-a	2 I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	-	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мо		×							×
MT		×							x
NE		×							×
NV		×							×
NH		×							×
NJ		×							×
NM		×							×
NY		×							×
NC		×							×
ND		×							×
ОН		×					<u></u>		×
ок		×					<u></u>		×
OR		×							×
PA		×							×
RI		×							×
sc		×							к
SD		×							×
TN		×					<u></u>		×
TX		×	\$3,100,000.00 of	1	\$2,990,935.	0	\$0.00		×
UT		×				,			×
VT		×							×
VA		×							×
WA		×							×
wv		×							х
WI		×					-		ж

	APPENDIX							'a e y 't	
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No ×
WY PR									×

END